

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

LAW DEPARTMENT
701 COMMERCE STREET
DALLAS, TEXAS 75202

ARTHUR M. ALBIN
General Attorney

214-651-6742

3-132 A020

No.

MAY 12 1983

Date

Fee \$

10.00

In reply refer to: 410.043-16(C)

May 9, 1983

7825-E
RECORDATION NO. 7825

Mrs. Agatha Mergenovich
Secretary
Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, DC 20423

ICC Washington, D. C.

MAY 12 1983 - 9 00 AM

INTERSTATE COMMERCE COMMISSION

Re: ICC Recordation No. 7825 - Amendment to Car Lease Agreement dated December 16, 1974, between Southwestern States Management Co. and Missouri-Kansas-Texas Railroad Company, covering 165 40-ton general service box cars.

Dear Mrs. Mergenovich:

Enclosed for filing are four (4) executed counterparts of the Fifth Amendment to Car Lease Agreement, dated May 9, 1983, amending that one certain lease dated December 16, 1974, between Southwestern States Management Co., a Missouri corporation, Lessor, 701 Commerce Street, Dallas, TX 75202, and Missouri-Kansas-Texas Railroad Company, a Delaware corporation, Lessee, 701 Commerce Street, Dallas, TX 75202, which Amendment to Car Lease Agreement deletes from the terms and provisions of the original Lease dated December 16, 1974, on the dates indicated below, the following described 40-ton general service box cars bearing Lessee's reporting numbers and marks:

<u>Cars</u>	<u>Effective Date of Deletion from Lease</u>
MKT 2603	Jan. 1, 1983
MKT 2655	Jan. 29, 1983
MKT 2643	Feb. 16, 1983
MKT 2624	Mar. 2, 1983
MKT 2659	Mar. 2, 1983
MKT 2609	Mar. 11, 1983
MKT 2628	Mar. 17, 1983
MKT 2645	May 6, 1983

RECEIVED
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I.C.C.
FEE OPERATION BR.

The Lease Agreement being amended hereby was filed with the Interstate Commerce Commission under date of February 7, 1975, and was assigned Recordation No. 7825.

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

LAW DEPARTMENT

Mrs. Agatha Mergenovich

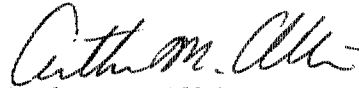
-2-

May 9, 1983

Also enclosed is a cashier's check in the amount of \$10.00, payable to the Interstate Commerce Commission to cover the prescribed fee for filing and recording this Amendment. Please return two (2) file marked copies of same to me at the address shown above, and I will see that all parties concerned receive a copy of same.

I certify that I have knowledge of the matters set forth herein.

Very truly yours,



Arthur M. Albin
General Attorney

AMA:vas
Enclosures

cc: Mr. K. R. Ziebarth

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Arthur M. Albin
General Attorney
Missouri-Kansas-Texas RR Co.
Law Department
701 Commerce Street
Dallas, Texas 75202

May 12, 1983

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/12/83 at 9:00AM, and assigned recordation number(s). 7825-E

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

7825-F
MAY 12 1983 -9 02 AM
INTERSTATE COMMERCE COMMISSION

FIFTH AMENDMENT TO CAR LEASE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS:

This amendment entered into as of this 6th day of May, 1983, between SOUTHWESTERN STATES MANAGEMENT CO., a Missouri corporation (hereinafter called "Lessor"), and MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, a Delaware corporation (hereinafter called "Lessee");

W I T N E S S E T H that:

WHEREAS, Lessor and Lessee have heretofore executed and delivered to each other that certain Car Lease Agreement ("Lease") dated the 16th day of December, 1974, covering the lease of 165 40-ton general service box cars bearing Lessee's reporting numbers and marks as enumerated in Schedule A attached thereto; and

WHEREAS, said Lease was duly recorded with the Interstate Commerce Commission on February 7, 1975, pursuant to Section 20(c) (now Section 11303) of the Interstate Commerce Act and assigned Recordation No. 7825; and

WHEREAS, said Lease has been previously amended to delete certain cars; and

WHEREAS, it is the desire of the parties hereto to amend said Lease again to delete additional box cars;

NOW, THEREFORE, in consideration of the premises, and for other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. That certain Car Lease Agreement executed by and between Lessor and Lessee dated the 16th day of December, 1974, and bearing Interstate Commerce Commission Recordation No. 7825, be and it is hereby amended to delete from the terms and provisions of said Lease, on the dates indicated below, the following described box cars bearing MKT recording marks as follows:

<u>Cars</u>	<u>Effective Date of Deletion from Lease</u>
MKT 2603	Jan. 1, 1983
MKT 2655	Jan. 29, 1983
MKT 2643	Feb. 16, 1983

<u>Cars</u>	<u>Effective Date of Deletion from Lease</u>
MKT 2624	Mar. 2, 1983
MKT 2659	Mar. 2, 1983
MKT 2609	Mar. 11, 1983
MKT 2628	Mar. 17, 1983
MKT 2645	May 6, 1983

2. It is expressly agreed and stipulated that Lessee shall not be liable to Lessor for any rental accruing under the terms and provisions of the Lease accruing after the dates set forth above pertaining to the respective cars listed above being deleted as set forth above. Any rights of Lessor to recover said rental for any of the cars deleted from the Lease after the effective dates set forth are hereby waived and relinquished.

3. The parties hereby release the other from any and all obligations and responsibilities under the terms and provisions of said Car Lease Agreement, including rental as provided for in the preceding paragraph, except for any liabilities to the other which may have accrued as to the box cars being deleted from the Lease on or before the respective effective dates, as set forth above.

IN WITNESS WHEREOF, Lessor and Lessee have duly executed this Amendment to Car Lease Agreement as of the day, month, and year first above written.

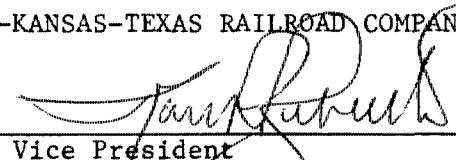
SOUTHWESTERN STATES MANAGEMENT CO.

By: 
Its Vice President


ATTEST:


Assistant Secretary

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

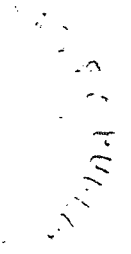
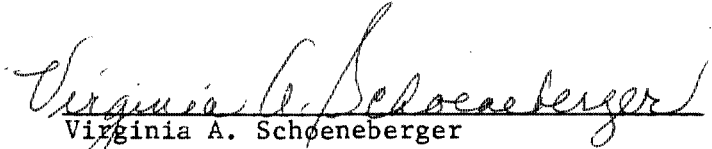
By: 
Its Vice President

ATTEST:


Assistant Secretary

THE STATE OF TEXAS:


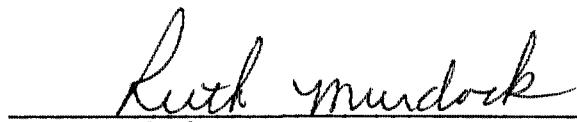
On this 6th day of May, 1983, before me personally appeared H. O. Brandt, to me personally known, who being by me duly sworn, says that he is the Vice President of SOUTHWESTERN STATES MANAGEMENT CO.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Virginia A. Schoeneberger
Notary Public in and for the State of
Texas

My Commission expires: March 24, 1986.

THE STATE OF TEXAS:

On this 6th day of May, 1983, before me personally appeared Karl R. Ziebarth, to me personally known, who being by me duly sworn, says that he is the Executive Vice President-Financial of MISSOURI-KANSAS-TEXAS RAILROAD COMPANY; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ruth Murdock
Notary Public in and for the State of
Texas

My Commission expires: December 31, 1984.